

COMPANIES ACT 2006

WRITTEN RESOLUTION

of

MedPharm Limited (the "Company")

Company number 03783386

Circulation date: 28 December 2020



Resolutions

Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that the resolutions set out below be passed as ordinary resolutions of the Company.

Terms and expressions defined in the director's written resolutions of the Company dated on or around the date of these resolutions shall have the same meaning in these resolutions unless otherwise defined.

We, the undersigned, being the sole shareholder of the Company, hereby, pursuant to section 282 of the Companies Act 2006, agree that the following written resolutions be passed as ordinary resolutions, being for all purposes as valid and effective as if passed by us as ordinary resolutions at a general meeting of the Company:

Ordinary Resolutions

- 1.1 THAT the execution, delivery and performance of the documents that the Company is proposing to enter into certain documents in connection with the financing arrangements to be entered into pursuant to the documents listed in Annex 1 to this written resolution (the "**Documents**"), the terms of the Documents and the transactions contemplated by the Documents are hereby approved (subject to such changes being made to the Documents as any director of the Company may, in his absolute discretion, think fit), copies of the Documents having been supplied to all Company members prior to the signing of this resolution.
- 1.2 THAT the Company's entry into and performance of the Documents would promote its success for the benefit of its members as a whole and approval for the Company to enter into and perform the Documents is given.
- 1.3 THAT these resolutions should have effect notwithstanding any provision of the Company's articles of association.
- 1.4 THAT notwithstanding any personal interest:
 - (a) any Director or the Secretary of the Company, either singly or with any other Director of the Company in the case of a deed, be authorised to execute and deliver the Documents on behalf of the Company, with such amendments thereto as such officer(s) shall in his absolute discretion think fit; and
 - (b) any Director or the Secretary of the Company, either singly or with any other Director of the Company in the case of a deed, be authorised to do all such acts, including to execute any deeds, documents, certificates and notices as he may consider expedient in connection with the execution or performance by the Company of the Documents, the transactions contemplated therein or any other agreement or document in connection therewith.

Special Resolution

Pursuant to Chapter 2 Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution set out below be passed as a special resolution of the Company.

THAT the articles of association of the Company be amended in the form set out in Annex 2 of this written resolution by inserting the following as a new Article 5.3 and a new Article 5.4:

"5.3 Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof and no prior consent of the Company's holding company shall be required, where that transfer is:

5.3.1 to a Secured Party and/or a company or other entity to whom such shares are transferred at the direction of a Secured Party and/or a Receiver;

5.3.2 delivered to the Company for registration by a Secured Party in order to perfect its security over the shares; or

5.3.3 executed by a Secured Party or a Receiver pursuant to the power of sale or otherwise under such security,

and, furthermore, notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company (or proposed transferor of those shares) and no Secured Party or a Receiver shall be required to offer the shares which are or are to be the subject of any such transfer to the members for the time being of the Company or any of them, and no such member shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not. Furthermore, notwithstanding anything contained in these Articles, where a security interest has been granted over any share in favour of a Secured Party, such share shall be exempt from all liens (whether present or future) in favour of the Company that would arise pursuant to these articles of association or otherwise and the Company and the Directors shall not be entitled to exercise any lien which the Company has in respect of those shares.

5.4 In Article 5.3 above:

5.4.1 a **Secured Party** means a bank, financial institution, trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets to which a security interest (including by way of mortgage or charge) has been granted over shares in the Company and any affiliate of any such person, an agent or trustee acting for any such person or such affiliate or a nominee of any of the foregoing; and

5.4.2 a **Receiver** means any administrator, administrative receiver, receiver or receiver and manager or similar entity appointed by a Secured Party."

SIGNED .....

For and on behalf of MedPharm Holdco Limited

Date: 28th December 2020

Notes to members:

- 1 If you agree with the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering it by hand or by posting it to the Company:
 - (a) by delivering it by hand or by posting it to Goodwin Procter (UK) LLP, 100 Cheapside, London, EC2V 6DY marked for the attention of Ayanda Kweyama;
 - (b) by faxing it to Goodwin Procter (UK) LLP marked for the attention of Ayanda Kweyama; or
 - (c) by sending it as an attachment to an email to akweyama@goodwinlaw.com.
- 2 A member's agreement to a written resolution, once signified, may not be revoked.
- 3 A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- 4 The resolution set out above must be passed within 28 days of the circulation date otherwise it will lapse.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

Annex
Documents

- 1 a security agreement to be entered into between, (1) the Company, (2) MedPharm Holdco Limited and (3) the Bank;
- 2 the Credit Agreement;
- 3 the Pledge Agreement;
- 4 a perfection certificate of the Company addressed to the Bank;
- 5 the amended articles of association of the Company;
- 6 a director's certificate of the Company addressed to the Bank; and
- 7 any other documents, agreements, deeds, deeds of releases, payoff letters, intercompany agreements, certificates, notices, communications or confirmations pursuant to or in connection with, contemplated by or ancillary or related to the documents listed at paragraphs (1) to (6) above.